

MAY 21 '13 -4 34 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847 318 7575
Fax 847.318.7588
www.firstunionrail.com

May 17, 2013

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated May 3, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 22658.

The names and addresses of the parties to the enclosed document are

Lessor First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018

Lessee Interstate Commodities, Inc.
7 Madison Street
Troy, NY 12181

A description of the railroad equipment covered by the enclosed document is for twenty-six (26) hopper cars in the series NDYX 515809 – NDYX 516122 (see Exhibit A for specific car numbers).

A short summary of the document to appear in the index follows.

Memorandum of Lease

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosures

(INCI045)



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ASSGN NO.. INC1045

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 3rd day of May, 2013 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Interstate Commodities, Inc. ("Lessee"), a New York corporation

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 24, 1999, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 45 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 3, 2013, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By

Name: RICHARD F SEYMOUR
VICE PRESIDENT SALES & MARKETING

Title:

ATTEST:

By

Name

GEORGIA TREIBURGER

Title:

MGR OF DOCUMENTATION

Executed on this

3rd day of May, 2013

[CORPORATE SEAL]

STATE OF

Illinois

COUNTY OF

Cook

I, Janice L Enolva, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease

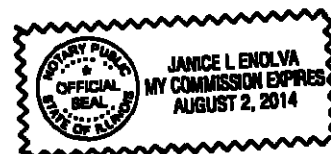
WITNESS my hand and official stamp or seal, this 3rd day of May, 2013

Janice L. Enolva
 Notary Public

My Commission Expires.

8-2-14

(Notary Public)



LESSEE:

INTERSTATE COMMODITIES, INC.

ATTEST:

By Melissa Usher
Name: Melissa Usher
Title: Fleet Manager

By: [Signature]
Name: Greg Oberting
Title: President

Executed on this 12 day of April, 2013

[CORPORATE SEAL]

STATE OF NY

COUNTY OF Rensselaer

I, Ann Carolyn Daly, a Notary Public of the County and State aforesaid, certify that Greg Oberting personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12 day of April, 2013

[Signature]
Notary Public

Commission Expires

10/23/14
(Notary Public)

ANN CAROLYN DALY
Notary Public, State of New York
Qualified in Albany County
No. 01DA6049612
Commission Expires Oct 23, 2014

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS. **Twenty-six (26)**

DESCRIPTION OF CARS: **Covered Hopper Cars**

CAR NUMBERS:

NDYX	515809	NDYX	515939
NDYX	515816	NDYX	515944
NDYX	515824	NDYX	515946
NDYX	515831	NDYX	515964
NDYX	515841	NDYX	515977
NDYX	515844	NDYX	516028
NDYX	515850	NDYX	516062
NDYX	515900	NDYX	516064
NDYX	515917	NDYX	516093
NDYX	515918	NDYX	516095
NDYX	515926	NDYX	516097
NDYX	515929	NDYX	516104
NDYX	515932	NDYX	516122